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Hanhua Financial Holding Co., Ltd.*

瀚華金控股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 3903)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Hanhua Financial Holding Co., Ltd.* (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

According to the Listing Rules and other relevant laws and regulations, and the actual circumstances of the Company, the board of directors of the Company (the “**Board**”) proposes to amend certain provisions in the articles of association of the Company (the “**Articles**” or “**Articles of Association**”).

The full text of the proposed amendments to the Articles of Association, which were prepared in Chinese language, is set out below. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Details of the proposed amendments to the Articles of Association are as follows:

Existing article	Revised article
<p>Article 46</p> <p>No change resulting from share transfers may be made to the register of shareholders within 30 days prior to the General Meeting of Shareholders or 5 days prior to the reference date set by the Company for the purpose of distribution of dividend.</p>	<p>Article 46</p> <p>No change resulting from share transfers may be made to the register of shareholders within 30 days prior to the General Meeting of Shareholders or 5 days prior to the reference date set by the Company for the purpose of distribution of dividend.</p> <p><u>If any provision in laws, administrative regulations, departmental rules, regulatory documents and regulations stipulated by relevant stock exchange or regulatory authority where the Company's shares are listed require a period of closure of the register of shareholders during which time no transfers of shares will be registered prior to the date of a general meeting or before the benchmark date set by the Company for the purpose of determination of distribution of dividends, such provision shall apply.</u></p>
<p>Article 114</p> <p>When the Company is to hold a class shareholders' meeting, it shall inform all Shareholders of the time and venue of the meeting and the matters to be considered thereat 20 days before the meeting is held, and if it is an Extraordinary General Meeting, 15 days before the meeting is held.</p> <p>If there are special provisions in the listing rules of the place where the company's shares are listed, such provisions shall prevail.</p>	<p>Article 114</p> <p>When the Company is to hold a class shareholders' meeting, it shall inform all Shareholders of the time and venue of the meeting and the matters to be considered thereat 21 days before the meeting is held, and if it is an Extraordinary General Meeting, 15 days before the meeting is held.</p> <p>If there are special provisions in the listing rules of the place where the company's shares are listed, such provisions shall prevail.</p>

<p>Article 120</p> <p>Directors may tender resignation before the expiration of their term of office. To resign a director shall submit a written resignation report to the Board of Directors.</p> <p>If the resignation of the director causes the Board of Directors of the Company to fall short of the statutory minimum quorum, the incumbent director shall continue to perform his or her director’s duty according to the laws, administrative regulations, department rules and this Articles of Association until the incoming director assumes his or her position.</p> <p>Except in the circumstances specified in the preceding paragraph, a director’s resignation shall take effect upon the service of the written resignation report on the Board of Directors.</p>	<p>Article 120</p> <p>Directors may tender resignation before the expiration of their term of office. To resign a director shall submit a written resignation report to the Board of Directors.</p> <p><u>The Board may appoint a Director to fill a casual vacancy on the Board when a casual vacancy arises. Any person appointed by the Board as a Director to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election.</u></p> <p>If the resignation of the director causes the Board of Directors of the Company to fall short of the statutory minimum quorum, the incumbent director shall continue to perform his or her director’s duty according to the laws, administrative regulations, department rules and this Articles of Association until the incoming director assumes his or her position.</p> <p>Except in the circumstances specified in the preceding paragraph, a director’s resignation shall take effect upon the service of the written resignation report on the Board of Directors.</p>
<p>Article 192</p> <p>The Company shall conclude written contracts with each director, supervisor and senior executive, and such contracts shall include at least the following provisions:</p> <p>1. the director, supervisor or senior executive warrants to the Company that he or she will observe the Company Law, the Special Provisions, this Articles of Association, the Code on Takeovers and Mergers of Hong Kong, the Code on Share Buy-backs of Hong Kong and other provisions established by the HKEX, and agrees that the Company will enjoy the remedial actions set forth under this Articles of Association, and that such contract and its position shall not be transferred;</p> <p>2. the director, supervisor or senior executive warrants to the Company that he or she will observe</p>	<p>Article 192</p> <p>The Company shall conclude written contracts with each director, supervisor and senior executive, and such contracts shall include at least the following provisions:</p> <p>1.the director, supervisor or senior executive warrants to the Company that he or she will observe the Company Law, the Special Provisions, this Articles of Association, the Code on Takeovers and Mergers of Hong Kong, the Code on Share Buy-backs of Hong Kong and other provisions established by the HKEX, and agrees that the Company will enjoy the remedial actions set forth under this Articles of Association, and that such contract and its position shall not be transferred;</p>

and perform his or her responsibilities owed to the shareholders specified in this Articles of Association;	2.the director, supervisor or senior executive warrants to the Company that he or she will observe and perform his or her responsibilities owed to the shareholders specified in this Articles of Association;
3. the arbitration article contained in Article 251 of this Articles of Association; and	3.the arbitration article contained in Article 251 of this Articles of Association.;
4. Any Director of the Company shall not be dismissed or removed arbitrarily from his/her office prior to expiry of his/her term of directorship, unless the Director is in breach of his/her obligations due to a willful act or gross negligence, thereby materially harming the interests of shareholders, especially minority shareholders, of the Company, or the Director shall not serve as a Director as specified by Article 176 of the Articles of Association.	4. Any Director of the Company shall not be dismissed or removed arbitrarily from his/her office prior to expiry of his/her term of directorship, unless the Director is in breach of his/her obligations due to a willful act or gross negligence, thereby materially harming the interests of shareholders, especially minority shareholders, of the Company, or the Director shall not serve as a Director as specified by Article 176 of the Articles of Association.

Except for the proposed amendments as set out above, other provisions of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association are subject to Shareholders' approval by way of special resolution at the 2022 annual general meeting of the Company (the "AGM"), and the amended Articles of Association will take effect upon the resolution being passed by the shareholders at the 2022 AGM. The Company will dispatch a circular containing details of the proposed amendments to the Articles in due course.

By order of the Board
Hanhua Financial Holding Co., Ltd.
Chairman of the Board
Zhang Jun

Chongqing, the PRC, 19 May 2023

As at the date of this announcement, the executive directors of the Company are Mr. ZHANG Jun, Mr. ZHANG Guoxiang and Mr. CUI Weilan; the non-executive directors of the Company are Ms. LIU Jiaoyang, Ms. LIU Tingrong, Ms. WANG Fangfei, Mr. FENG Yongxiang and Mr. LIU Bolin; and the independent non-executive directors of the Company are Mr. CAO Ziwei, Mr. LI Wei, Mr. HU Yuntong and Mr. XU Hongcai.

**For identification purpose only*